

10/22/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: MCCOY HEALTHCARE OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000017573

DOC TYPE.....FLORIDA PROFIT CORPORATION OR R.A.

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION
OF

McCOY HEALTHCARE OF SOUTH FLORIDA, INC.

FILED
97 OCT 22 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is McCoy HealthCare of South Florida, Inc., a Florida corporation.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 30,000,000 shares of common stock par value \$.0001 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 1750 University Drive, #231, Coral Springs, Florida 33065, and the name of the initial registered agent of the Corporation at such address is Scott McCoy.

ARTICLE V

The initial mailing address for the Corporation is, 1750 University Drive, #231, Coral Springs, Florida 33065.

ARTICLE VI

The Corporation shall have 1 director(s) initially and the number of director(s) may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) is/are as follows:

Scott McCoy
1750 University Drive, #231
Coral Springs, Florida 33065

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ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The name(s) and address(es) of the incorporator(s) of this Corporation is/are Mr. Scott McCoy,

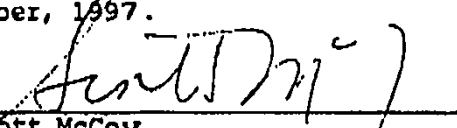
ARTICLE IX

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE X

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of October, 1997.

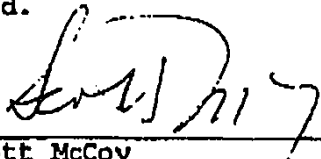

Scott McCoy

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.



Scott McCoy

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